

PTO/SB/01 (09-04)

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**DECLARATION FOR UTILITY OR  
DESIGN  
PATENT APPLICATION  
(37 CFR 1.63)**



Declaration  
Submitted  
With Initial  
Filing

OR



Declaration  
Submitted after Initial  
Filing (surcharge  
(37 CFR 1.16 (e))  
required)

Attorney Docket  
Number

EX03-039C-US

First Named Inventor

Bannen, et al.

COMPLETE IF KNOWN

Application Number

PCT/US03/18262

Filing Date

11 June 2003

Art Unit

Examiner Name

I hereby declare that:

Each inventor's residence, mailing address, and citizenship are as stated below next to their name.

I believe the inventor(s) named below to be the original and first inventor(s) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

HUMAN ADAM-10 INHIBITORS

(Title of the Invention)

the specification of which



is attached hereto

OR



was filed on (MM/DD/YYYY)

06/11/2003

as United States Application Number or PCT International

Application Number

PCT/US03/18262

and was amended on (MM/DD/YYYY)

(if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment specifically referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56, including for continuation-in-part applications, material information which became available between the filing date of the prior application and the national or PCT international filing date of the continuation-in-part application.

I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or (f), or 365(b) of any foreign application(s) for patent, inventor's or plant breeder's rights certificate(s), or 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent, inventor's or plant breeder's rights certificate(s), or any PCT international application having a filing date before that of the application on which priority is claimed.

| Prior Foreign Application<br>Number(s) | Country | Foreign Filing Date<br>(MM/DD/YYYY) | Priority<br>Not Claimed  | Certified Copy Attached? |                          |
|--|---------|-------------------------------------|--------------------------|--------------------------|--------------------------|
|  |         |                                     |                          | YES                      | NO                       |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



Additional foreign application numbers are listed on a supplemental priority data sheet PTO/SB/02B attached hereto.

[Page 1 of 2]

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DECLARATION — Utility or Design Patent Application

Direct all correspondence to: ☐ The address associated with Customer Number:  OR ☒ Correspondence address below

Name

EXELIXIS, INC.

Address

170 Harbor Way, P. O. Box 511

City

South San Francisco

State

California

ZIP

94083-0511

Country

United States of America

Telephone

(650) 837-7000

Fax

(650) 837-8234

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

1-00  
NAME OF SOLE OR FIRST INVENTOR:

☐ A petition has been filed for this unsigned inventor

Given Name (first and middle [if any])

Lynne Canne

Family Name or Surname

Bannen

Inventor's Signature

*Lynne C Bannen*

Date

12/3/04

Residence: City

Pacifica

State

California

Country

US

Citizenship

US

Mailing Address

801 St. Lawrence Drive

City

Pacifica

State

California

Zip

94044

Country

US

2-00  
NAME OF SECOND INVENTOR:

☐ A petition has been filed for this unsigned inventor

Given Name (first and middle [if any])

Erick W.

Family Name or Surname

Co

Inventor's Signature

*Erick W. Co*

Date

12/3/04

Residence: City

Redwood City

State

California

Country

US

Citizenship

US

Mailing Address

921 Salt Court

864 Boardwalk Place

ENC  
12/3/04

City

Redwood City

State

California

Zip

94065

Country

US

☒

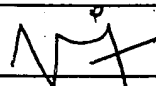
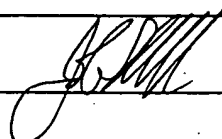
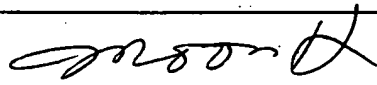
Additional inventors or a legal representative are being named on the supplemental sheet(s) PTO/SB/02A or 02LR attached hereto.

## DECLARATION

## ADDITIONAL INVENTOR(S)

Supplemental Sheet

Page 1 of 4

|  |            |   |             |
|--|------------|---|-------------|
| 3-00 Name of Additional Joint Inventor, if any:  |            | <input type="checkbox"/> A petition has been filed for this unsigned inventor |             |
| Given Name (first and middle (if any))   |            | Family Name or Surname  |             |
| Vasu   |            | Jammalamadaka   |             |
| Inventor's Signature    |            | Date 12/06/04   |             |
| Pleasanton   | California | US  | US          |
| Residence: City  | State CA   | Country   | Citizenship |
| 2806 Maria Street  |            |   |             |
| Mailing Address  |            |   |             |
| Pleasanton   | California | 94588   | US          |
| City   | State      | Zip   | Country     |
| 4-00 Name of Additional Joint Inventor, if any:  |            | <input type="checkbox"/> A petition has been filed for this unsigned inventor |             |
| Given Name (first and middle (if any))   |            | Family Name or Surname  |             |
| John M.  |            | Nuss  |             |
| Inventor's Signature   |            | Date 12/05/04   |             |
| Danville   | California | US  | US          |
| Residence: City  | State CA   | Country   | Citizenship |
| 16 Woodranch Circle  |            |   |             |
| Mailing Address  |            |   |             |
| Danville   | California | 94056   | US          |
| City   | State      | Zip   | Country     |
| 5-00 Name of Additional Joint Inventor, if any:  |            | <input type="checkbox"/> A petition has been filed for this unsigned inventor |             |
| Given Name (first and middle (if any))   |            | Family Name or Surname  |             |
| Moon Hwan  |            | Kim   |             |
| Inventor's Signature  |            | Date 12/3/04  |             |
| Palo Alto  | California | US  | US          |
| Residence: City  | State CA   | Country   | Citizenship |
| 1128 Oregon Avenue   |            |   |             |
| Mailing Address  |            |   |             |
| Palo Alto  | California | 94303   | US          |
| City   | State      | Zip   | Country     |

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## DECLARATION

ADDITIONAL INVENTOR(S)  
Supplemental Sheet

Page 2 of 4

6-00 Name of Additional Joint Inventor, if any:

☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

Family Name or Surname

Donna Tra

Le

Inventor's  
Signature

Donnale

Date

12/3/04

San Jose

Residence: City

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State

CA

US

Country

US

Citizenship

1855 Ribisi Way

Mailing Address

San Jose  
CityCalifornia  
State95131  
Zip

US

Country

7-00 Name of Additional Joint Inventor, if any:

☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

Family Name or Surname

Amy

Lew

Inventor's  
Signature

Amy Lew

Date

12/6/04

San Mateo

Residence: City

Milpitas 12/6/04

California  
State

CA

US

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US

Citizenship

1232 Madrugá Way

Mailing Address

Milpitas  
CityCalifornia  
State95035  
Zip

US

Country

8-00 Name of Additional Joint Inventor, if any:

☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

Family Name or Surname

Morrison B.

Mac

Inventor's  
Signature

Morrison B. Mac

Date

12/03/04

San Francisco

Residence: City

California  
State

CA

US

Country

US

Citizenship

2567 30th Avenue

Mailing Address

San Francisco  
CityCalifornia  
State94116  
Zip

US

Country

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**DECLARATION****ADDITIONAL INVENTOR(S)**  
Supplemental SheetPage 3 of 4**Name of Additional Joint Inventor, if any:**☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

Family Name or Surname

Shumeye

Mamo

Inventor's  
SignatureDate 12/05/0

Berkeley

Residence: City

California  
StateCA

US

Country

US

Citizenship

90 Bolivar Drive, Suite A

Mailing Address

Berkeley  
CityCalifornia  
State94710  
ZipUS  
Country**Name of Additional Joint Inventor, if any:**☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

Family Name or Surname

Zhaoyang

Wen

Inventor's  
Signature

Date

San Francisco

Residence: City

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State

US

Country

US

Citizenship

357 Baltimore Way

Mailing Address

San Francisco  
CityCalifornia  
State94112  
ZipUS  
Country**Name of Additional Joint Inventor, if any:**☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

Family Name or Surname

Wei

Xu

Inventor's  
Signature

Date

Danville

Residence: City

California  
State

US

Country

US

Citizenship

327 Glasgow Circle

Mailing Address

Danville  
CityCalifornia  
State94526  
ZipUS  
Country

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Page 4 of 4

10-00  
Name of Additional Joint Inventor, if any:☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

Family Name or Surname

Richard George

Khoury

Inventor's  
Signature

Date

12/3/04

Redwood City  
Residence: CityCalifornia  
State

CA

US  
CountryUS  
Citizenship

225 Poseidon Lane

Mailing Address

Redwood City  
CityCalifornia  
State94065  
ZipUS  
Country

Name of Additional Joint Inventor, if any:

☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

Family Name or Surname

Inventor's  
Signature

Date

Residence: City

State

Country

Citizenship

Mailing Address

City

State

Zip

Country

Name of Additional Joint Inventor, if any:

☐

A petition has been filed for this unsigned inventor

Given Name (first and middle (if any))

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Inventor's  
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(37 CFR 1.63)**

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Submitted  
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Filing (surcharge  
(37 CFR 1.16 (e))  
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Number

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First Named Inventor

Bannen, et al.

COMPLETE IF KNOWN

Application Number

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Filing Date

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Art Unit

Examiner Name

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HUMAN ADAM-10 INHIBITORS

(Title of the Invention)

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| Prior Foreign Application<br>Number(s) | Country | Foreign Filing Date<br>(MM/DD/YYYY) | Priority<br>Not Claimed  | Certified Copy Attached? |                          |
|--|---------|-------------------------------------|--------------------------|--------------------------|--------------------------|
|  |         |                                     |                          | YES                      | NO                       |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

☐

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(Page 1 of 2)

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**DECLARATION — Utility or Design Patent Application**

|   |                             |   |                   |
|---|-----------------------------|---|-------------------|
| Direct all correspondence to: <input type="checkbox"/> The address associated with Customer Number: <span style="border: 1px solid black; display: inline-block; width: 150px; height: 20px; vertical-align: middle;"></span>   |                             | OR <input checked="" type="checkbox"/> Correspondence address below           |                   |
| Name<br>EXELIXIS, INC.  |                             |   |                   |
| Address<br>170 Harbor Way, P. O. Box 511  |                             |   |                   |
| City<br>South San Francisco   |                             | State<br>California   | ZIP<br>94083-0511 |
| Country<br>United States of America   | Telephone<br>(650) 837-7000 | Fax<br>(650) 837-8234   |                   |
| I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon. |                             |   |                   |
| NAME OF SOLE OR FIRST INVENTOR:   |                             | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle [if any])<br>Lynne Canne   |                             | Family Name or Surname<br>Bannen  |                   |
| Inventor's Signature  |                             |   | Date              |
| Residence: City<br>Pacifica   | State<br>California         | Country<br>US   | Citizenship<br>US |
| Mailing Address<br>801 St. Lawrence Drive   |                             |   |                   |
| City<br>Pacifica  | State<br>California         | Zip<br>94044  | Country<br>US     |
| NAME OF SECOND INVENTOR:  |                             | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle [if any])<br>Erick W.  |                             | Family Name or Surname<br>Co  |                   |
| Inventor's Signature  |                             |   | Date              |
| Residence: City<br>Redwood City   | State<br>California         | Country<br>US   | Citizenship<br>US |
| Mailing Address<br>921 Salt Court   |                             |   |                   |
| City<br>Redwood City  | State<br>California         | Zip<br>94065  | Country<br>US     |
| <input checked="" type="checkbox"/> Additional inventors or a legal representative are being named on the supplemental sheet(s) PTO/SB/02A or 02LR attached hereto.   |                             |   |                   |



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**DECLARATION****ADDITIONAL INVENTOR(S)**  
Supplemental SheetPage 1 of 4

|   |                     |   |                   |
|---|---------------------|---|-------------------|
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Vasu  |                     | Jammalamadaka   |                   |
| Inventor's Signature                              |                     | Date  |                   |
| Pleasanton<br>Residence: City                     | California<br>State | US<br>Country   | US<br>Citizenship |
| 2806 Maria Street                                 |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Pleasanton<br>City                                | California<br>State | 94588<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| John M.   |                     | Nuss  |                   |
| Inventor's Signature                              |                     | Date  |                   |
| Danville<br>Residence: City                       | California<br>State | US<br>Country   | US<br>Citizenship |
| 16 Woodranch Circle                               |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Danville<br>City                                  | California<br>State | 94056<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Moon Hwan   |                     | Kim   |                   |
| Inventor's Signature                              |                     | Date  |                   |
| Palo Alto<br>Residence: City                      | California<br>State | US<br>Country   | US<br>Citizenship |
| 1128 Oregon Avenue                                |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Palo Alto<br>City                                 | California<br>State | 94303<br>Zip  | US<br>Country     |

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**DECLARATION****ADDITIONAL INVENTOR(S)**  
Supplemental SheetPage 2 of 4

|   |                     |   |                   |
|---|---------------------|---|-------------------|
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Donna Tra   |                     | Le  |                   |
| Inventor's Signature                              |                     |   | Date              |
| San Jose<br>Residence: City                       | California<br>State | US<br>Country   | US<br>Citizenship |
| 1855 Ribisi Way<br><br>Mailing Address            |                     |   |                   |
| San Jose<br>City                                  | California<br>State | 95131<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Amy   |                     | Lew   |                   |
| Inventor's Signature                              |                     |   | Date              |
| San Mateo<br>Residence: City                      | California<br>State | US<br>Country   | US<br>Citizenship |
| 1232 Madrugua Way<br><br>Mailing Address          |                     |   |                   |
| Milpitas<br>City                                  | California<br>State | 95035<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Morrison B.                                       |                     | Mac   |                   |
| Inventor's Signature                              |                     |   | Date              |
| San Francisco<br>Residence: City                  | California<br>State | US<br>Country   | US<br>Citizenship |
| 2567 30th Avenue<br><br>Mailing Address           |                     |   |                   |
| San Francisco<br>City                             | California<br>State | 94116<br>Zip  | US<br>Country     |

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**DECLARATION****ADDITIONAL INVENTOR(S)**  
Supplemental SheetPage 3 of 4

|   |                     |   |                      |
|---|---------------------|---|----------------------|
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                      |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                      |
| Shumeye   |                     | Mamo  |                      |
| Inventor's Signature                              |                     |   | Date                 |
| Berkeley<br>Residence: City                       | California<br>State | US<br>Country   | US<br>Citizenship    |
| 90 Bolivar Drive, Suite A                         |                     |   |                      |
| Mailing Address                                   |                     |   |                      |
| Berkeley<br>City                                  | California<br>State | 94710<br>Zip  | US<br>Country        |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                      |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                      |
| Zhaoyang  |                     | Wen   |                      |
| Inventor's Signature                              |                     |   | Date                 |
| San Francisco<br>Residence: City                  | California<br>State | US<br>Country   | US<br>Citizenship    |
| 357 Baltimore Way                                 |                     |   |                      |
| Mailing Address                                   |                     |   |                      |
| San Francisco<br>City                             | California<br>State | 94112<br>Zip  | US<br>Country        |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                      |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                      |
| Wei   |                     | Xu  |                      |
| Inventor's Signature <i>Wei Xu</i>                |                     |   | Date <i>10/13/05</i> |
| Danville<br>Residence: City                       | California<br>State | US<br>Country   | US<br>Citizenship    |
| 327 Glasgow Circle                                |                     |   |                      |
| Mailing Address                                   |                     |   |                      |
| Danville<br>City                                  | California<br>State | 94526<br>Zip  | US<br>Country        |

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**DECLARATION****ADDITIONAL INVENTOR(S)**  
Supplemental SheetPage 4 of 4

|   |            |   |             |
|---|------------|---|-------------|
| <b>Name of Additional Joint Inventor, if any:</b> |            | <input type="checkbox"/> A petition has been filed for this unsigned inventor |             |
| Given Name (first and middle (if any))            |            | Family Name or Surname  |             |
| Richard George                                    |            | Khoury  |             |
| Inventor's Signature                              |            |   | Date        |
| Residence: City                                   | State      | Country   | Citizenship |
| Redwood City California US US                     |            |   |             |
| 225 Poseidon Lane                                 |            |   |             |
| Mailing Address                                   |            |   |             |
| City  | State      | Zip   | Country     |
| Redwood City                                      | California | 94065   | US          |
| <b>Name of Additional Joint Inventor, if any:</b> |            | <input type="checkbox"/> A petition has been filed for this unsigned inventor |             |
| Given Name (first and middle (if any))            |            | Family Name or Surname  |             |
|   |            | Khoury  |             |
| Inventor's Signature                              |            |   | Date        |
| Residence: City                                   | State      | Country   | Citizenship |
| Mailing Address                                   |            |   |             |
| City  | State      | Zip   | Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |            | <input type="checkbox"/> A petition has been filed for this unsigned inventor |             |
| Given Name (first and middle (if any))            |            | Family Name or Surname  |             |
|   |            |   |             |
| Inventor's Signature                              |            |   | Date        |
| Residence: City                                   | State      | Country   | Citizenship |
| Mailing Address                                   |            |   |             |
| City  | State      | Zip   | Country     |

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# DECLARATION FOR UTILITY OR DESIGN PATENT APPLICATION (37 CFR 1.63)

☐Declaration  
Submitted  
With Initial  
Filing

OR

☐Declaration  
Submitted after Initial  
Filing (surcharge  
(37 CFR 1.16 (e))  
required)Attorney Docket  
Number

EX03-039C-US

First Named Inventor

Bannen, et al.

COMPLETE IF KNOWN

Application Number

PCT/US03/18262

Filing Date

11 June 2003

Art Unit

Examiner Name

I hereby declare that:

Each inventor's residence, mailing address, and citizenship are as stated below next to their name.

I believe the inventor(s) named below to be the original and first inventor(s) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

HUMAN ADAM-10 INHIBITORS

(Title of the Invention)

the specification of which

☐

is attached hereto

OR

☒

was filed on (MM/DD/YYYY)

06/11/2003

as United States Application Number or PCT International

Application Number

PCT/US03/18262

and was amended on (MM/DD/YYYY)

(if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment specifically referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56, including for continuation-in-part applications, material information which became available between the filing date of the prior application and the national or PCT international filing date of the continuation-in-part application.

I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or (f), or 365(b) of any foreign application(s) for patent, inventor's or plant breeder's rights certificate(s), or 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent, inventor's or plant breeder's rights certificate(s), or any PCT international application having a filing date before that of the application on which priority is claimed.

| Prior Foreign Application<br>Number(s) | Country | Foreign Filing Date<br>(MM/DD/YYYY) | Priority<br>Not Claimed  | Certified Copy Attached? |                          |
|--|---------|-------------------------------------|--------------------------|--------------------------|--------------------------|
|  |         |                                     |                          | YES                      | NO                       |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|  |         |                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

☐

Additional foreign application numbers are listed on a supplemental priority data sheet PTO/SB/02B attached hereto.

(Page 1 of 2)

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## DECLARATION — Utility or Design Patent Application

|   |                             |   |                   |
|---|-----------------------------|---|-------------------|
| Direct all correspondence to: <input type="checkbox"/> The address associated with Customer Number: <div style="border: 1px solid black; width: 150px; height: 20px; display: inline-block;"></div>   |                             | OR <input checked="" type="checkbox"/> Correspondence address below           |                   |
| Name<br>EXELIXIS, INC.  |                             |   |                   |
| Address<br>170 Harbor Way, P. O. Box 511  |                             |   |                   |
| City<br>South San Francisco   |                             | State<br>California   | ZIP<br>94083-0511 |
| Country<br>United States of America   | Telephone<br>(650) 837-7000 | Fax<br>(650) 837-8234   |                   |
| I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon. |                             |   |                   |
| NAME OF SOLE OR FIRST INVENTOR:   |                             | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle [if any])<br>Lynne Canne   |                             | Family Name or Surname<br>Bannen  |                   |
| Inventor's Signature  |                             |   | Date              |
| Residence: City<br>Pacifica   | State<br>California         | Country<br>US   | Citizenship<br>US |
| Mailing Address<br>801 St. Lawrence Drive   |                             |   |                   |
| City<br>Pacifica  | State<br>California         | Zip<br>94044  | Country<br>US     |
| NAME OF SECOND INVENTOR:  |                             | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle [if any])<br>Erick W.  |                             | Family Name or Surname<br>Co  |                   |
| Inventor's Signature  |                             |   | Date              |
| Residence: City<br>Redwood City   | State<br>California         | Country<br>US   | Citizenship<br>US |
| Mailing Address<br>921 Salt Court   |                             |   |                   |
| City<br>Redwood City  | State<br>California         | Zip<br>94065  | Country<br>US     |
| <input checked="" type="checkbox"/> Additional inventors or a legal representative are being named on the _____ supplemental sheet(s) PTO/SB/02A or 02LR attached hereto.   |                             |   |                   |

**DECLARATION****ADDITIONAL INVENTOR(S)**  
Supplemental SheetPage 1 of 4

|   |                     |   |                   |
|---|---------------------|---|-------------------|
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Vasu  |                     | Jammalamadaka   |                   |
| Inventor's Signature                              |                     | Date  |                   |
| Pleasanton<br>Residence: City                     | California<br>State | US<br>Country   | US<br>Citizenship |
| 2806 Maria Street                                 |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Pleasanton<br>City                                | California<br>State | 94588<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| John M.   |                     | Nuss  |                   |
| Inventor's Signature                              |                     | Date  |                   |
| Danville<br>Residence: City                       | California<br>State | US<br>Country   | US<br>Citizenship |
| 16 Woodranch Circle                               |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Danville<br>City                                  | California<br>State | 94056<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Moon Hwan   |                     | Kim   |                   |
| Inventor's Signature                              |                     | Date  |                   |
| Palo Alto<br>Residence: City                      | California<br>State | US<br>Country   | US<br>Citizenship |
| 1128 Oregon Avenue                                |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Palo Alto<br>City                                 | California<br>State | 94303<br>Zip  | US<br>Country     |

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**DECLARATION****ADDITIONAL INVENTOR(S)**  
Supplemental SheetPage 2 of 4

|   |                     |   |                   |
|---|---------------------|---|-------------------|
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Donna Tra   |                     | Le  |                   |
| Inventor's Signature                              |                     | Date  |                   |
| San Jose<br>Residence: City                       | California<br>State | US<br>Country   | US<br>Citizenship |
| 1855 Ribisi Way                                   |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| San Jose<br>City                                  | California<br>State | 95131<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Amy   |                     | Lew   |                   |
| Inventor's Signature                              |                     | Date  |                   |
| San Mateo<br>Residence: City                      | California<br>State | US<br>Country   | US<br>Citizenship |
| 1232 Madrugá Way                                  |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Milpitas<br>City                                  | California<br>State | 95035<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Morrison B.                                       |                     | Mac   |                   |
| Inventor's Signature                              |                     | Date  |                   |
| San Francisco<br>Residence: City                  | California<br>State | US<br>Country   | US<br>Citizenship |
| 2567 30th Avenue                                  |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| San Francisco<br>City                             | California<br>State | 94116<br>Zip  | US<br>Country     |

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Supplemental SheetPage 3 of 4

|   |                               |   |                      |
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| <b>Name of Additional Joint Inventor, if any:</b> |                               | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                      |
| Given Name (first and middle (if any))            |                               | Family Name or Surname  |                      |
| Shumeye   |                               | Mamo  |                      |
| Inventor's Signature                              |                               |   | Date                 |
| Berkeley<br>Residence: City                       | California<br>State           | US<br>Country   | US<br>Citizenship    |
| 90 Bolivar Drive, Suite A                         |                               |   |                      |
| Mailing Address                                   |                               |   |                      |
| Berkeley<br>City                                  | California<br>State           | 94710<br>Zip  | US<br>Country        |
| <b>Name of Additional Joint Inventor, if any:</b> |                               | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                      |
| Given Name (first and middle (if any))            |                               | Family Name or Surname  |                      |
| Zhaoyang  |                               | Wen   |                      |
| Inventor's Signature <i>Zhaoyang Wen</i>          |                               |   | Date <i>10/13/05</i> |
| San Francisco<br>Residence: City                  | California<br>State <i>CA</i> | US<br>Country   | US<br>Citizenship    |
| 357 Baltimore Way                                 |                               |   |                      |
| Mailing Address                                   |                               |   |                      |
| San Francisco<br>City                             | California<br>State           | 94112<br>Zip  | US<br>Country        |
| <b>Name of Additional Joint Inventor, if any:</b> |                               | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                      |
| Given Name (first and middle (if any))            |                               | Family Name or Surname  |                      |
| Wei   |                               | Xu  |                      |
| Inventor's Signature                              |                               |   | Date                 |
| Danville<br>Residence: City                       | California<br>State           | US<br>Country   | US<br>Citizenship    |
| 327 Glasgow Circle                                |                               |   |                      |
| Mailing Address                                   |                               |   |                      |
| Danville<br>City                                  | California<br>State           | 94526<br>Zip  | US<br>Country        |

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Supplemental SheetPage 4 of 4

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| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Richard George                                    |                     | Khoury  |                   |
| Inventor's Signature                              |                     |   | Date              |
| Redwood City<br>Residence: City                   | California<br>State | US<br>Country   | US<br>Citizenship |
| 225 Poseidon Lane                                 |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Redwood City<br>City                              | California<br>State | 94065<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
|   |                     | Khoury  |                   |
| Inventor's Signature                              |                     |   | Date              |
| Residence: City                                   | State               | Country   | Citizenship       |
| Mailing Address                                   |                     |   |                   |
| City  | State               | Zip   | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
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|   |                     |   |                   |
| Inventor's Signature                              |                     |   | Date              |
| Residence: City                                   | State               | Country   | Citizenship       |
| Mailing Address                                   |                     |   |                   |
| City  | State               | Zip   | Country           |

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**DECLARATION****ADDITIONAL INVENTOR(S)**

Supplemental Sheet

Page 3 of 4

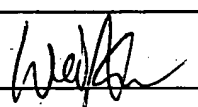
|   |                     |   |                   |
|---|---------------------|---|-------------------|
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Shumeye   |                     | Mamo  |                   |
| Inventor's Signature                              |                     | Date  |                   |
| Berkeley<br>Residence: City                       | California<br>State | US<br>Country   | US<br>Citizenship |
| 90 Bolivar Drive, Suite A                         |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Berkeley<br>City                                  | California<br>State | 94710<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Zhaoyang  |                     | Wen   |                   |
| Inventor's Signature <i>Zhaoyang Wen</i>          |                     | Date <i>12/6/04</i>   |                   |
| San Francisco<br>Residence: City                  | California<br>State | US<br>Country   | US<br>Citizenship |
| 357 Baltimore Way                                 |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| San Francisco<br>City                             | California<br>State | 94112<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b> |                     | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))            |                     | Family Name or Surname  |                   |
| Wei   |                     | Xu  |                   |
| Inventor's Signature                              |                     | Date  |                   |
| Darville<br>Residence: City                       | California<br>State | US<br>Country   | US<br>Citizenship |
| 327 Glasgow Circle                                |                     |   |                   |
| Mailing Address                                   |                     |   |                   |
| Darville<br>City                                  | California<br>State | 94526<br>Zip  | US<br>Country     |

This collection of information is required by 35 U.S.C. 115 and 37 CFR 1.63. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 21 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 (1-800-786-9199) and select option 2.

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**DECLARATION****ADDITIONAL INVENTOR(S)**  
Supplemental SheetPage 3 of 4

|  |                               |   |                   |
|--|-------------------------------|---|-------------------|
| <b>Name of Additional Joint Inventor, if any:</b>  |                               | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))   |                               | Family Name or Surname  |                   |
| Shumeye  |                               | Mamo  |                   |
| Inventor's Signature   |                               | Date  |                   |
| Berkeley<br>Residence: City  | California<br>State           | US<br>Country   | US<br>Citizenship |
| 90 Bolivar Drive, Suite A  |                               |   |                   |
| Mailing Address  |                               |   |                   |
| Berkeley<br>City   | California<br>State           | 94710<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b>  |                               | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))   |                               | Family Name or Surname  |                   |
| Zhaoyang   |                               | Wen   |                   |
| Inventor's Signature   |                               | Date  |                   |
| San Francisco<br>Residence: City   | California<br>State           | US<br>Country   | US<br>Citizenship |
| 357 Baltimore Way  |                               |   |                   |
| Mailing Address  |                               |   |                   |
| San Francisco<br>City  | California<br>State           | 94112<br>Zip  | US<br>Country     |
| <b>Name of Additional Joint Inventor, if any:</b>  |                               | <input type="checkbox"/> A petition has been filed for this unsigned inventor |                   |
| Given Name (first and middle (if any))   |                               | Family Name or Surname  |                   |
| Wei  |                               | Xu  |                   |
| Inventor's Signature  |                               | Date <u>12/3/04</u>   |                   |
| Danville<br>Residence: City  | California<br>State <u>CA</u> | US<br>Country   | US<br>Citizenship |
| 327 Glasgow Circle   |                               |   |                   |
| Mailing Address  |                               |   |                   |
| Danville<br>City   | California<br>State           | 94526<br>Zip  | US<br>Country     |

This collection of information is required by 35 U.S.C. 115 and 37 CFR 1.63. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 21 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 (1-800-786-9199) and select option 2.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Patent Application of: Bannen, et al.

Attorney Docket No: EX02-039C-US

Serial No.: 10/518,110

PCT No: US03/18262

Filed: 10 December 2004

Int'l Filing Date: 11 June 2003

For: HUMAN ADAM-10 INHIBITORS


CONSENT OF THE ASSIGNEE

I, Pamela Simonton, Senior Vice President, Patents and Licensing and representative of Exelixis state:

Exelixis is an assignee of the instant application and consents to the change in inventorship for the above-identified application.

Respectfully submitted,

Dated: 11 July 05

  
Pamela Simonton

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RECORDATION FORM COVER SHEET

PATENTS ONLY

To the Director of the U.S. Patents and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Lynne Canne Bannen  
Erick Wang Co  
Vasu Jammalamadaka.  
John M. Nuss

Execution Date(s) 3/28/05; 3/28/05; 4/4/05; 4/4/05

Additional name of conveying party(ies) attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Name: Exelixis, Inc.

Internal Address: Patents

Street Address: P.O. Box 511

170 Harbor Way

City: South San Francisco

State: CA

Country: US Zip: 94083-0511

Additional Name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☒ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☐ Government Interest Assignment  
☐ Executive Order 9424, Confirmatory License  
☐ Other \_\_\_\_\_

4. Application number(s) or patent number(s):

A. Patent Application No.(s)  
10/518,110

☐ This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning this document should be mailed:

Name: Exelixis, Inc.

Internal Address: Patents

Street Address: P.O. Box 511

170 Harbor Way

City: South San Francisco

State: CA Zip: 94083-0511

Phone Number : 650.837.7000

Fax Number: 650.837.8234

Email Address: sshayest@exelixis.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41)

\$ 25.00

- ☐ Authorized to be charged by credit card  
☒ Authorized to be charged to deposit account  
☐ Enclosed  
☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 50-1108

Authorized User Name Laleh Shayesteh

9. Signature :

Laleh Shayesteh

Signature

5/9/05

Date

Total number of pages including cover sheet, attachments, and documents

8

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

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## ASSIGNMENT

WHEREAS we, Lynne Canne Bannen, Erick Wang Co, Vasu Jammalamadaka, John M. Nuss, Moon Hwan Kim, Donna T. Le, Amy Lew Tsuhako, Morrison B. Mac, Shumeye Mamo, Zhaoyang Wen, Wei Xu, and Richard George Khoury, have previously entered into an agreement with Exelixis, Inc., South San Francisco, CA, to assign all our right, title and interest in and to any and all inventions made or conceived or reduced to practice during the course of our employment with Exelixis, and further agreed to execute additional assignment documents to assist Exelixis with respect to its proprietary rights, and wherein we, during the course of our employment with Exelixis have invented **Human Adam-10 Inhibitors** (hereinafter "Invention"), disclosed in an application for United States patent, said application filed on December 10, 2004, serial no. 10/518,110.

Whereas Exelixis, Inc., 170 Harbor Way, P.O. Box 511, South San Francisco, California 94083-0511 (hereinafter referred to as Assignee) is desirous of obtaining an assignment document that indicates that it has received all the right, title and interest to said Invention.

Now, therefore, and in consideration of our employment and compensation paid to us by Assignee and other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, we have assigned to said Assignee and said Assignee's legal representatives, successors and assigns, the entire right, title, and interest (a) in and to said application and said Invention; (b) in and to all rights to apply for foreign patents on said invention; (c) in and to any and all applications filed and any and all patents granted on said Invention in the United States or any foreign country, including each and every application filed and each and every patent granted on any application which is a division, substitution, continuation or nonprovisional 37 CFR 1.53(b) application of any of said applications; and (d) in and to each and every reissue or extensions of any of said patents; and we do hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to the above-mentioned Assignee agreeably with the terms of this agreement.

We hereby authorize the above-mentioned Assignee or its legal representative to insert in this instrument the filing date and serial number of said application or any other information that may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.

We have conveyed to said Assignee the entire right to make application in its own behalf for protection of said Invention in countries foreign to the United States and where expedient to claim under the International Convention or other international arrangement for any such application the date of the said United States application (or other application if any there be) in priority to other applications; and we have agreed that we will at any time upon request, without further or additional compensation or additional consideration, but at the expense of the said Assignee, execute such additional assignments and other writings and do such additional acts as said Assignee may deem necessary or desirable or perfect the Assignee's enjoyment of this grant, and render all necessary assistance in making application for and obtaining original, divisional, renewal, reissued or extended Letters Patent of the United States or of any and all foreign countries on said invention, and in enforcing any rights or chose in action accruing as a result of such application or patents, by giving testimony in any proceedings or transactions involving such applications or patents, and by executing preliminary statements and other affidavits, it being understood that the foregoing covenant and agreement shall bind, and inure to the benefit of the assigns and legal representatives of both parties.

Date: 3/28/05

By: 

Lynne Canne Bannen

Date: 3/28/05

By: 

Erick Wang Co

Date: 4/4/05

By: 

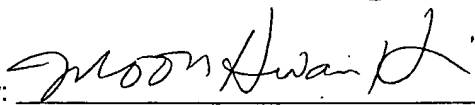
Vasu Jammalamadaka

Date: 4/4/05

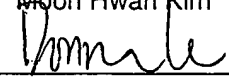
By: 

John M. Nuss

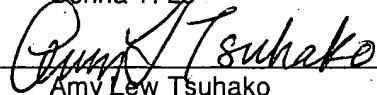
Date: 3/28/05

By:   
Moon Hwan Kim

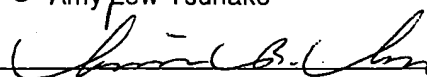
Date: 3/28/05

By:   
Donna T. Le

Date: 3/28/05

By:   
Amy Lew Tsuhako

Date: 4/4/05

By:   
Morrison B. Mac

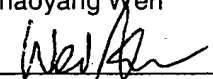
Date: \_\_\_\_\_

By: \_\_\_\_\_  
Shumeye Mamo

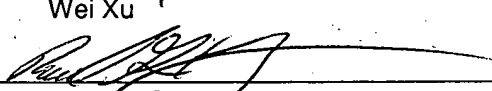
Date: \_\_\_\_\_

By: \_\_\_\_\_  
Zhaoyang Wen

Date: 4/4/05

By:   
Wei Xu

Date: 4/4/05

By:   
Richard George Khoury



Date: \_\_\_\_\_

By: \_\_\_\_\_  
Moon Hwan Kim

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Donna T. Le

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Amy Lew-Tsuhako

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Morrison B. Mac

Date: 4/25/05

By:   
Shumeye Mamo

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Zhaoyang Wen

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Wei Xu

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Richard George Khoury

Date: \_\_\_\_\_

By: \_\_\_\_\_

Moon Hwan Kim

Date: \_\_\_\_\_

By: \_\_\_\_\_

Donna T. Le

Date: \_\_\_\_\_

By: \_\_\_\_\_

Amy Lew-Tsuhako

Date: \_\_\_\_\_

By: \_\_\_\_\_

Morrison B. Mac

Date: \_\_\_\_\_

By: \_\_\_\_\_

Shumeye Mamo

Date: 3/31/05

By: Zhaoyang Wen

Zhaoyang Wen

Date: \_\_\_\_\_

By: \_\_\_\_\_

Wei Xu

Date: \_\_\_\_\_

By: \_\_\_\_\_

Richard George Khoury



UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231



\*700055496A\*

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DECEMBER 08, 2003

PTAS

EXELIXIS, INC.  
ANGELA F. LAW  
170 HAROBOR WAY  
PO BOX 511  
SOUTH SAN FRANCISCO, CA 94083-0511

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 12/05/2003

REEL/FRAME: 014177/0344  
NUMBER OF PAGES: 12

BRIEF: SECURITY AGREEMENT

ASSIGNOR:  
EXELLXIS, INC.

DOC DATE: 12/03/2003

ASSIGNEE:  
SMITHKLINE BEECHAM CORPORATION  
2301 RENAISSANCE BLVD., BLDG. #510  
ATTN: VICE PRESIDENT, ALLIANCE AND  
JOINT VENTURE MANAGEMENT  
KING OF PRUSSIA, PENNSYLVANIA 19406

SERIAL NUMBER: 60470674  
PATENT NUMBER:

FILING DATE: 05/14/2003  
ISSUE DATE:

SERIAL NUMBER: 60489658  
PATENT NUMBER:

FILING DATE:  
ISSUE DATE:

014177/0344 PAGE 2

SERIAL NUMBER:  
PATENT NUMBER:  
PCT NUMBER: US0313869

FILING DATE:  
ISSUE DATE:

SERIAL NUMBER:  
PATENT NUMBER:  
PCT NUMBER: US0318262

FILING DATE:  
ISSUE DATE:

SERIAL NUMBER:  
PATENT NUMBER:  
PCT NUMBER: US0321923

FILING DATE:  
ISSUE DATE:

SAUNDRA BALLENGER, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS

12/05/2003

700055496

Form PTO-1595

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

## RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

## PATENTS ONLY

Tab settings: ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

## 1. Name of conveying party(ies):

Exelixis, Inc.

170 Harbor Way

P.O. Box 511

South San Francisco, CA 94083-0511

Additional name of conveying party(ies) attached? ☐ Yes ☒ No

## 2. Name and address of receiving party(ies)

Name: SmithKline Beecham CorporationInternal Address: Attn: Vice President, Alliance and JointVenture ManagementStreet Address: 2301 Renaissance Blvd., Bldg. #510City: King of Prussia State: PA Zip: 19406Additional Name(s) & address(es) attached? ☐ Yes ☒ No

## 3. Nature of conveyance:

☐ Assignment☐ Merger☒ Security Agreement☐ Change of Name☐ Other \_\_\_\_\_Execution Date: December 3, 2003

## 4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s)

See attached for list of patent applications

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☐ No

## 5. Name and address of party to whom correspondence concerning this document should be mailed:

Name: Exelixis, Inc.Internal Address: Attn: Vice President, Corporate TechnologyDevelopmentStreet Address: 170 Harbor WayP.O. Box 511City: South San Francisco State: CA Zip: 94083-05116. Total number of applications and patents involved: 57. Total fee (37 CFR 3.41) .....\$ 200.00☐ Enclosed☒ Authorized to be charged to deposit account

## B. Deposit account number:

50-1108

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

## 9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Angela F. Law

Name of Person Signing

  
SignatureDecember 5, 2003

Date

Total number of pages including cover sheet, attachments, and documents: 15

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

CH \$200.00 601108 60470674

## Schedule 2.1.1c of the Patent Agreement

## PATENTS

Issued Patents

| <u>Country</u> | <u>Patent No./Title</u> | <u>Issue Date</u> |
|----------------|-------------------------|-------------------|
|----------------|-------------------------|-------------------|

Pending Patent Applications

| <u>Country</u> | <u>Serial No./Title</u> | <u>Filing Date</u> |
|----------------|-------------------------|--------------------|
| PCT            | US03/13869              | 05/02/03           |
| U.S.           | 60/470,674              | 05/14/03           |
| PCT            | US03/18262              | 06/11/03           |
| PCT            | US03/21923              | 07/14/03           |
| U.S.           | 60/489,658              | 07/23/03           |

**FILE COPY**

## **PATENT SECURITY AGREEMENT AND MORTGAGE**

**THIS PATENT SECURITY AGREEMENT AND MORTGAGE** (the "Patent Agreement") is effective as of October 28<sup>th</sup>, 2002, and executed on December 3<sup>rd</sup>, 2003, by and between Exelixis, Inc., a Delaware corporation ("**Exelixis**") and SmithKline Beecham Corporation, a Pennsylvania corporation, doing business as GlaxoSmithKline ("**GSK**"). Exelixis and GSK are each referred to herein by name or as a "**Party**" or, collectively, as "**Parties**".

### **RECITALS**

- A. Exelixis is the owner and holder of the Patents listed on **Schedule 2.1.1c** annexed hereto and made a part hereof, together with all right, title and interest in and to the related inventions and any U.S. and foreign patents which have been or may be issued thereon;
- B. Contemporaneously with the execution of this Patent Agreement, the Parties have executed: (i) a Product Development and Commercialization Agreement (the "**Development Agreement**"); (ii) a Stock Purchase and Stock Issuance Agreement (the "**Stock Purchase Agreement**"); and (iii) a Loan and Security Agreement (the "**Loan Agreement**"), as such documents may be amended, modified, supplemented or restated from time to time (collectively, the "**Transaction Documents**"); and
- C. To induce GSK to enter into the Transaction Documents, Exelixis has offered to execute and deliver this Patent Agreement to GSK, granting and conveying to GSK a security interest, first and only in priority, upon the Collateral (as such term is defined in Article 2).

**NOW, THEREFORE**, in consideration of the foregoing, in consideration of the premises set forth in the Loan Agreement and in order to induce GSK to grant the Advances to Exelixis in accordance with the Loan Agreement, Exelixis hereby agrees with GSK for its benefit as follows:

### **ARTICLE 1 DEFINITIONS**

Unless otherwise defined in this Patent Agreement, all capitalized terms shall have the meanings given them in the Transaction Documents. As used in this Patent Agreement, the following terms shall have the following respective meanings:

1.1 "**Affiliate**" shall mean any Person, whether *de jure* or *de facto*, which directly or indirectly through one (1) or more intermediaries controls, is controlled by, or is under common control with, a Party to the Loan Documents. A Person shall be deemed to "control" another Person if it (a) owns, directly or indirectly, beneficially or legally, at least fifty percent (50%) of the outstanding voting securities or capital stock (or such lesser percentage which is the maximum allowed to be owned by a Person in a particular jurisdiction) of such other Person, or has other comparable ownership interest with respect to any Person other than a corporation; or

(b) has the power, whether pursuant to contract, ownership of securities or otherwise, to direct the management and policies of the Person.

1.2 “**Capital Equipment**” shall have the meaning assigned to such term in Section 2.1.5.

1.3 “**Collateral**” shall have the meaning assigned to such term in Article 2.

1.4 “**Deposit Account**” shall have the meaning assigned to such term in Section 2.1.3.

1.5 “**Development Agreement**” shall have the meaning assigned to such term in the Recitals.

1.6 “**Development Candidate**” shall have the meaning assigned to such term in the Development Agreement.

1.7 “**Development Candidate Inventory**” shall have the meaning assigned to such term in Section 2.1.4.

1.8 “**Development Compound**” shall have the meaning assigned to such term in the Development Agreement.

1.9 “**Environment Laws**” shall mean any federal, state, county, municipal or other laws, ordinances or regulations pertaining to health or the environment.

1.10 “**Event of Default**” shall mean any of those conditions or events listed in Article 12 of the Loan Agreement or Section 5.1 hereof.

1.11 “**Included Compounds**” shall have the meaning assigned to such term in the Development Agreement.

1.12 “**Intellectual Property**” shall have the meaning assigned to such term in Section 2.1.2.

1.13 “**Loan Agreement**” shall have the meaning assigned to such term in the Recitals.

1.14 “**Loan Documents**” shall mean collectively, the Loan Agreement, the Note, the UCC Financing Statement(s), the Patent Office Filing(s), the Control Agreement and any other agreements, certificates or instruments executed now or hereafter evidencing, describing, certifying or securing the Obligations, as such documents may be amended, modified, supplemented or restated from time to time.

1.15 “**Material Adverse Effect**” shall mean any material adverse effect (a) upon the validity, or enforceability of the Loan Documents (b) on any of the transactions contemplated by Loan Documents, (c) on the business, operations, condition (financial or otherwise), performance or properties of Exelixis taken as a whole, or (d) upon the ability of Exelixis to fulfill any Obligations.



1.16 "**Obligations**" shall mean all Advances, Total Advance Amount, liabilities, obligations, covenants and duties arising under the Loan Documents owed by Exelixis to GSK whether direct or indirect, absolute or contingent.

1.17 "**Patents**" shall have the meaning assigned to such term in Section 2.1.1c.

1.18 "**Patent Office Filing**" shall mean this Patent Agreement and any and all other patent collateral mortgage agreements between GSK and Exelixis and its Affiliates which grant to GSK a security interest, first and only in priority, in the Collateral, as such agreements may be amended, modified, supplemented or restated from time to time.

1.19 "**Person**" shall mean any individual, corporation, firm, partnership or other entity.

1.20 "**Proceeds**" shall have the meaning assigned to such term in the UCC.

1.21 "**Stock Purchase Agreement**" shall have the meaning assigned to such term in the Recitals.

1.22 "**Third Party**" shall mean any entity other than Exelixis or GSK or an Affiliate of Exelixis or GSK.

1.23 "**Transaction Documents**" shall have the meaning assigned to such terms in the Recitals.

1.24 "**United States** or "**U.S.**" shall mean the United States of America.

1.25 "**UCC**" shall mean the Uniform Commercial Code as the same may from time to time be in effect in Exelixis' state of incorporation.

1.26 "**UCC Financing Statement(s)**" shall mean a record or records composed of an initial financing statement and any filed record relating to the initial financing statement filed in Exelixis' state of incorporation or elsewhere to perfect GSK's lien on the Collateral.

**Other Definitional Provisions.** Where the context herein requires, the singular number shall be deemed to include the plural, the masculine gender shall include the feminine and neuter genders, and vice versa. The words "hereof," "herein" and words of similar import when used in this Patent Agreement shall refer to this Patent Agreement as a whole and not to any particular provision of this Patent Agreement and section, schedule or exhibit references are to this Patent Agreement unless otherwise specified.

## **ARTICLE 2 GRANT OF SECURITY**

**2.1 Grant of Security Interest.** To secure the payment and performance by Exelixis of the Obligations to GSK, Exelixis and, to the extent applicable, its Affiliates hereby pledge, set over, assign, deliver and grant a first and only priority security interest to GSK in all of Exelixis' and, to the extent applicable, its Affiliates' right, title and interest in the following assets,

wherever located and whether now existing or hereafter created and whether now owned or hereafter acquired, of every description, tangible and intangible (the "**Collateral**"):

2.1.1 *Development Patents.* The patent applications and patents as listed in **Schedule 2.1.1c**, including, without limitation, all Proceeds thereof (such as, by way of example, license royalties and Proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all reissues, divisionals, continuations, renewals, extensions and continuations in part thereof, and all other patents, however and whenever arising, to the extent such patent applications and patents are directly related to the composition of matter or method of use of the (a) Development Compounds; (b) Development Candidates; (c) Included Compounds for each Development Candidate; and (d) formulations, mixtures or compositions incorporating the foregoing compounds described in clauses (a), (b) and (c) above being developed by or for Exelixis pursuant to the Development Agreement (collectively and individually referred to as the "**Patents**");

2.1.2 *Other Intellectual Property.* All other intellectual property including, but not limited to, know-how, licenses, copyrights and trade secrets that arise out of the Development Program that is solely related to the composition of matter or method of use of the (a) Development Compounds; (b) Development Candidates; (c) Included Compounds for each Development Candidate; and (d) formulations, mixtures or compositions incorporating the foregoing compounds described in clauses (a), (b) and (c) above being developed by or for Exelixis pursuant to the Development Agreement (collectively and individually with the Patents referred to as the "**Intellectual Property**");

2.1.3 *Deposit Account.* That certain deposit account with a mutually agreed upon bank or financial institution, initially SVB Securities, more particularly described in the Loan Agreement (the "**Deposit Account**") maintained by Exelixis into which the proceeds of the Advances shall be deposited and, subject to Section 9.5 of the Loan Agreement, maintained, with all dividends and distributions, whether payable in cash, securities or other property accruing on the balance therein;

2.1.4 *Development Candidate Inventory.* All compounds constituting materials, bulk drug supplies, clinical supplies, and formulations of a Development Candidate and any derivative materials produced there from of Exelixis (collectively and individually referred to as the "**Development Candidate Inventory**");

2.1.5 *Capital Equipment.* All capital equipment (currently defined as equipment with a purchase price per item in excess of Five Thousand Dollars (\$5,000)), purchased by Exelixis with the proceeds of the Advances, having a specific use solely to perform the activities contemplated under the Development Agreement (the "**Capital Equipment**") ; and

2.1.6 *Proceeds.* All Proceeds of the Intellectual Property, the Deposit Account, the Development Candidate Inventory and/or the Capital Equipment.

### ARTICLE 3 REPRESENTATIONS, WARRANTIES AND COVENANTS OF EXELIXIS

Exelixis hereby represents, warrants, covenants and agrees as follows:

**3.1 Title to the Collateral.** To its knowledge, Exelixis has good and marketable title and rights to the Intellectual Property, except for the security interest granted to GSK by Exelixis pursuant to the Loan Documents. Exelixis has good and marketable title and rights to the Development Candidate Inventory, Capital Equipment and Deposit Account except for the security interest granted to GSK by Exelixis pursuant to the Loan Documents. Exelixis has the right and corporate power to grant the security interests in and to the Collateral provided by or referred to in the Loan Documents. Except as provided in the Loan Agreement and herein, none of the Collateral is or is about to become subject to any other assignment, mortgage, pledge, lien, security interest, lease or encumbrance by virtue of the execution or performance of the Loan Documents. No lien or claim has been attached to or made against the Collateral for: (a) tax liabilities which have been assessed against Exelixis which remain unpaid; or (b) damages or cleanup and removal costs, as those terms are defined by any Environmental Laws arising from an intentional or unintentional act or omission of Exelixis or any previous owner or operator of its real or personal property resulting in the releasing, spilling, pumping, pouring, emitting, emptying, discharging or dumping of hazardous substances, hazardous wastes, pollutants or other related substances as those terms are defined by any Environmental Laws which would create a Material Adverse Effect.

**3.2 Infringement of the Collateral.** To the best of the knowledge of Exelixis and its majority-owned subsidiaries (other than Artemis Pharmaceuticals GmbH), respectively, Exelixis and such majority-owned subsidiaries (other than Artemis Pharmaceuticals GmbH): (i) own, or have obtained licenses or rights to use, all of the Collateral necessary to carry out Exelixis' and its majority-owned subsidiaries (other than Artemis Pharmaceuticals GmbH) respective businesses as currently conducted or as Exelixis contemplates conducting its business from time to time in the future and as contemplated by the Transaction Documents; (ii) are not aware of any notice asserting any ownership rights to the Collateral; (iii) are not aware of sales of any products that would constitute an infringement by Third Parties of the Collateral; (iv) are aware of no pending or threatened action, suit, proceeding or claim by a Third Party challenging the ownership rights in, validity or scope of, the Collateral; and (v) are not aware of any pending or threatened action, suit, proceeding or claim by a Third Party asserting that and its majority-owned subsidiaries (other than Artemis Pharmaceuticals GmbH) infringe or otherwise violate any patent, trademark, copyright, trade secret or other proprietary right of any Third Party as would reasonably be expected to result in a Material Adverse Effect.

**3.3 Further Assurances.** In addition to the obligations and documents which the Loan Documents expressly requires Exelixis and, to the extent applicable, its Affiliates to execute, acknowledge, deliver and perform, Exelixis shall execute and acknowledge (or cause to be executed and acknowledged) and deliver to GSK all documents, and take all actions, that may be reasonably requested by GSK from time to time to confirm the rights created or now or hereafter intended to be created under the Loan Documents or otherwise to carry out the purposes of the Loan Documents and the transactions contemplated hereunder and thereunder. Exelixis hereby agrees to execute, file and/or deliver (or cause its Affiliates, as applicable, to execute, file and/or deliver) to GSK the Patent Office Filings and such other security agreements as GSK shall deem necessary or appropriate from time to time. The security interest pledged, set over, assigned and granted by Exelixis and, to the extent applicable, its Affiliates to GSK shall be a first and only priority security interest pursuant to applicable law, and Exelixis shall take all such action (or cause its Affiliates to take all such action) to create and perfect for the benefit of GSK a first

priority security interest in the Collateral; and in the case of Capital Equipment being purchased, a purchase-money security interest pursuant to Section 9.15 of the Loan Agreement.

**3.4 Fees and Expenses in Protecting Rights.** If in the Event of Default, GSK employs counsel or any other professionals or consultants for advice or other representation: (a) with respect to the Collateral, the Obligations of Exelixis to GSK or the Loan Documents; (b) to represent GSK in any litigation, contest, dispute, suit or proceeding or to commence, defend or intervene or to take any other action in or with respect to any litigation, contest, dispute, suit or proceeding (whether instituted by GSK, Exelixis or any other Third Party) in any way or respect relating to the Collateral, the Obligations of the Exelixis to GSK, the Loan Documents; (c) to protect, collect, sell, liquidate or otherwise dispose of the Collateral; (d) to attempt to or to enforce GSK's liens and security interests in the Collateral; and/or (e) in otherwise protecting, enforcing or exercising its interests, rights or remedies created by, connected with or provided in the Loan Documents, or performance pursuant to the Loan Documents; then, the reasonable attorneys' fees, costs and expenses arising from such services, and all other expenses, costs, charges and other fees of GSK in any way or respect arising in connection with or relating to any of the events described in this Section 3.4 shall be added to the amount of the Obligations of Exelixis to GSK, and shall be payable on demand. Any amounts due hereunder not paid on demand shall bear interest from the date of demand at the Default Rate of Interest. Any of the amounts payable hereunder by Exelixis may be paid by GSK, and if and when so paid, shall be deemed to be a General Advance.

**3.5 Pledge of Additional Collateral.** Pursuant to Section 8 of the Development Agreement, in the event Exelixis, either itself or through any Affiliate shall:

3.5.1 file or record an application for the registration of any Patent with the United States Patent and Trademark Office or any similar office or agency of the United States, any State thereof, or any other country or any political subdivision thereof; or

3.5.2 file or record any assignment of any Patent which Exelixis may acquire, own or license from a Third Party, with the United States Patent and Trademark Office or any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof;

Exelixis shall promptly, but in no event more than fifteen (15) days subsequent to such filing, notify GSK thereof, and, upon request of GSK shall promptly, but in no event more than twenty (20) days subsequent to such notice, execute and deliver any and all assignments, agreements, instruments, documents and papers as GSK may reasonably request to evidence GSK's interest in such Collateral, and the general intangibles of Exelixis relating thereto or represented thereby. Exelixis hereby grants GSK a power of attorney, irrevocable until the Obligations of Exelixis to GSK are fully paid and satisfied, to modify this Patent Agreement by amending **Schedule 2.1.1c** to include any future Collateral, including, without limitation, registrations or applications appurtenant thereto, covered by this Patent Agreement.

**3.6 Impairment of Title to Collateral.** Neither Exelixis nor its Affiliates shall sell, conditionally sell, sell on approval, consign, lease, encumber, transfer, remove from its premises any Collateral without the prior written consent of GSK.

3.7 **Preservation of Title to Collateral.** Exelixis agrees to immediately notify GSK of any material loss or damage to, or any occurrence which would materially and adversely affect the security interest of GSK in and to the Collateral. The Collateral shall be free and clear of all assignments, mortgages, pledges, liens, security interests, leases, or encumbrances, except as otherwise provided in the Loan Documents. Exelixis shall continue to maintain good and marketable title to the Collateral, except as otherwise provided in the Loan Documents, at the sole expense of Exelixis.

#### **ARTICLE 4**

#### **GSK'S APPOINTMENT AS ATTORNEY-IN-FACT**

4.1 **Appointment of GSK as Attorney-In-Fact.** GSK is hereby irrevocably appointed and authenticated by Exelixis as its lawful attorney and agent in fact to file, authenticate or execute financing statements and other documents and agreements as GSK may deem necessary for the purpose of perfecting any security interests, or liens under any applicable law. All acts by GSK or its designee are hereby ratified and approved, and neither GSK, nor its designee, shall be liable for any acts of omission or commission, or for any error of judgment or mistake unless the result of gross negligence or willful misconduct. The powers of attorney granted to GSK in this Patent Agreement are coupled with an interest and are irrevocable during the Term.

#### **ARTICLE 5**

#### **EVENTS OF DEFAULT**

5.1 Events of Default enumerated in Article 12 of the Loan Agreement shall constitute Events of Default under this Patent Agreement.

#### **ARTICLE 6**

#### **REMEDIES**

6.1 Upon the occurrence of an Event of Default, in addition to all other rights and remedies of GSK, whether under law, in equity or otherwise (all such rights and remedies being cumulative, not exclusive and enforceable alternatively, successively or concurrently) GSK shall have all of the rights and remedies set forth in Article 13 of the Loan Agreement.

6.2 Notwithstanding anything contained in this Patent Agreement to the contrary, GSK shall not foreclose upon, dispose of or be deemed the owner of any Collateral unless and until GSK has provided Exelixis with advance written notice of its intent to foreclose upon, dispose of or take an ownership interest in any Collateral. Any writing given by GSK to Exelixis under this Article 6 must make explicit reference to this Patent Agreement and of GSK's intent to exercise its rights and remedies hereunder.

#### **ARTICLE 7**

#### **EXECUTION OF SPECIAL POWER OF ATTORNEY**

Concurrently with the execution and delivery of this Patent Agreement, Exelixis is executing and delivering to GSK a certain Special Power of Attorney, substantially in the form attached hereto and made a part hereof as **Exhibit A** (such authority becoming effective on the occurrence of an Event of Default pursuant to Article 12 of the Loan Agreement; *provided*,

however, if there is an Event of Default alleged pursuant to Sections 12.1.2, 12.1.4(b) or 12.1.4(c) of the Loan Agreement, a dispute resolution process in accordance with Section 16.2 of the Loan Agreement shall be undertaken to determine the existence of such alleged Event of Default pursuant to such sections, and if such dispute resolution process conclusively determines the existence of an Event of Default by Exelixis under such sections, then such authority shall become effective only upon such resolution) for the implementation of the sale, assignment, licensing or other disposition of the Collateral pursuant to this Patent Agreement. Exelixis agrees to pay when due all reasonable costs and expenses incurred in any such transfer of the Collateral, including any taxes, fees and reasonable attorneys' fees, and all such costs shall be added to the Obligations of Exelixis to GSK. GSK may apply the Proceeds actually received from any such license, assignment, sale or other disposition to the payment of the Obligations of Exelixis to GSK as provided for in the Loan Agreement. Exelixis shall remain liable for any deficiency with respect to the Obligations of Exelixis to GSK, which shall bear interest and be payable at the Default Rate of Interest under the Loan Agreement. The rights of Exelixis to receive any surplus shall be subject to any duty of GSK imposed by law to the holder of any subordinate security interest in the Collateral known to GSK. Nothing contained herein shall be construed as requiring GSK to take any such action at any time.

## **ARTICLE 8 MISCELLANEOUS**

**8.1 Amendments and Modification.** No provision hereof shall be modified, altered, waived or limited except by a written instrument expressly referring to this Patent Agreement and executed by the Party to be charged.

**8.2 Parties in Interest.** All of the terms of this Patent Agreement shall be binding upon, inure to the benefit of, and be enforceable by all Parties hereto and their respective permitted successors and assigns.

**8.3 Governing Law.** This Patent Agreement shall be construed in accordance with and governed by the laws of the State of New York, unless such dispute is governed under the laws of the UCC in which case the UCC shall apply, without giving effect to the conflict of law principles thereof.

**8.4 Notices.** All notices, requests, demands and other communications provided for hereunder shall be in writing (unless otherwise expressly provided herein) and shall be sent and deemed to have been received as set forth in Section 16.5 of the Loan Agreement.

**8.5 Counterparts.** This Patent Agreement may be executed in counterparts each and every one of which shall be deemed an original, notwithstanding variations in format or file designation which may result from the electronic transmission, storage and printing of copies of this Loan Agreement from separate computers or printers. Facsimile signatures shall be treated as original signatures.

**8.6 Headings.** Section headings herein are included for convenience of reference only and shall not constitute a part of this Patent Agreement for any other purpose.

**8.7 Acknowledgment of Receipt.** Exelixis acknowledges receipt of a copy of this Patent Agreement.

**8.8 No Waiver.** No course of dealing between Exelixis and GSK, and no delay or omission of GSK in exercising or enforcing any of GSK's rights and remedies hereunder shall constitute a waiver thereof; and no waiver by GSK of any Event of Default shall operate as a waiver of any other Event of Default.

**8.9 Severability.** If any provision hereof should be held invalid, illegal or unenforceable in any jurisdiction, the Parties shall negotiate in good faith a valid, legal and enforceable substitute provision that most nearly reflects the original intent of the Parties and all other provisions hereof shall remain in full force and effect in such jurisdiction and shall be liberally construed in order to carry out the intentions of the Parties hereto as nearly as may be possible. Such invalidity, illegality or unenforceability shall not affect the validity, legality or enforceability of such provision in any other jurisdiction.

**8.10 Interest Granted to GSK.** Notwithstanding any provision of this Patent Agreement to the contrary, the interest granted to GSK under this Patent Agreement is intended to be a pledge and a security interest only, and the execution of this Patent Agreement is not intended to create an assignment or a transfer of title or any other property rights to the Patents.

**8.11 WAIVER OF JURY TRIAL.** EACH PARTY HERETO HEREBY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY RIGHT IT MAY HAVE TO A TRIAL BY JURY IN RESPECT TO ANY LITIGATION DIRECTLY OR INDIRECTLY ARISING OUT OF, UNDER OR IN CONNECTION WITH THIS PATENT AGREEMENT. EACH PARTY HERETO (i) CERTIFIES THAT NO REPRESENTATIVE, AGENT OR ATTORNEY OF ANY OTHER PARTY HAS REPRESENTED, EXPRESSLY OR OTHERWISE, THAT SUCH OTHER PARTY WOULD NOT, IN THE EVENT OF LITIGATION, SEEK TO ENFORCE THAT FOREGOING WAIVER, AND (ii) ACKNOWLEDGES THAT IT AND THE OTHER PARTIES HERETO HAVE BEEN INDUCED TO ENTER INTO THIS PATENT AGREEMENT AND ANY RELATED INSTRUMENTS, AS APPLICABLE, BY, AMONG OTHER THINGS, THE MUTUAL WAIVERS AND CERTIFICATIONS IN THIS SECTION 8.11.

IN WITNESS WHEREOF, Exelixis has caused this Patent Agreement to be duly executed as of the day and year first above written.

WITNESS:

EXELIXIS, INC.

By: 

Name: Pamela A. Simonton

Title: VP, Corporate Technology  
Development

CORPORATE ACKNOWLEDGMENT

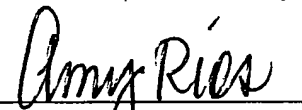
STATE OF California )  
COUNTY OF San Mateo ) ss.

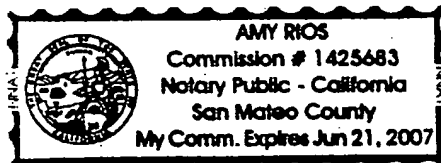
I certify that on December 3, 2003, Pamela Simonton personally came before me and this person acknowledged under oath, to my satisfaction, that:

(a) this person signed and delivered this document as Exelixis, Inc., the corporation named in this document; and

Vice President of Corporate Technology Development

(b) this document was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors.

  
Notary Public





## Exhibit A of the Patent Agreement

### FORM OF SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that effective as of October 28<sup>th</sup>, 2002, and executed on December 3<sup>rd</sup>, 2003, Exelixis, Inc., a Delaware corporation with its principal place of business located at 170 Harbor Way, P.O. Box 511, South San Francisco, CA 94083 ("Exelixis"), pursuant to a certain Patent Security Agreement and Mortgage of even date herewith (the "Patent Agreement") by Exelixis in favor of SmithKline Beecham Corporation, a Pennsylvania corporation, doing business as GlaxoSmithKline, with an office located at 709 Swedeland Road, King of Prussia, PA 19406 ("GSK"), hereby appoints and constitutes GSK as its true and lawful attorney, with full power of substitution, and with full power and authority to perform the following acts on behalf of Exelixis, in accordance with, and subject to, the terms and provisions of the Patent Agreement:

1. Assigning, selling or otherwise disposing of all right, title and interest of Exelixis in and to the Patents, as such term is defined in the Patent Agreement, including, without limitation, those Patents listed on **Schedule 2.1.1c** annexed to the Patent Agreement, any Patents that Exelixis may now or hereafter acquire, and any Patents which may be added to **Schedule 2.1.1c** annexed to the Patent Agreement subsequent to the date of this Special Power of Attorney, and all registrations and recordings of any of the foregoing, and for the purpose of the recording, registering and filing of, or accomplishing any other formality with respect to the foregoing, and to execute and deliver any and all other agreements, documents, instruments or assignment or other papers necessary or advisable to effect such purpose, in each case, in accordance with the terms and provisions of the Patent Agreement; and

2. To execute any and all documents, statements, certificates or other papers necessary or advisable in order to obtain the purposes described above or any other remedies that GSK may have under the Loan Documents as GSK may in its sole discretion determine.

This Special Power of Attorney is made pursuant to the Patent Agreement and may not be revoked until the Obligations, as such term is defined in the Patent Agreement, of Exelixis to GSK is fully paid and satisfied.

IN WITNESS WHEREOF, Exelixis has caused this Special Power of Attorney to be duly executed as of the day and year first above written.

WITNESS:

EXELIXIS, INC.

By: 

Name: Pamela A. Simonton

Title: VP, Corporate Technology  
Development

CORPORATE ACKNOWLEDGMENT

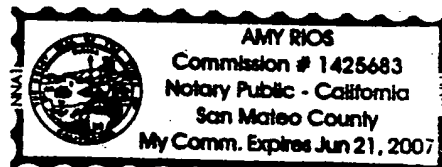
STATE OF California )

COUNTY OF San Mateo ) ss.

I certify that on December 3, 2003 Pamela Simonton personally came before me and this person acknowledged under oath, to my satisfaction, that:

(a) this person signed and delivered this document as Vice President Corporate Technology Development of Exelixis, Inc., the corporation named in this document; and

(b) this document was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors.



Amy Rios  
Notary Public

## RELEASE OF SECURITY INTEREST

Exelixis, Inc., a Delaware corporation and SmithKline Beecham Corporation, a Pennsylvania corporation doing business as GlaxoSmithKline ("GSK") entered into a Patent Security Agreement and Mortgage ("Patent Agreement"). As a result of the Patent Agreement, Exelixis agreed to grant and convey to GSK a security interest, first and only in priority, to GSK in the patent applications listed in Exhibit A attached. Such Patent Agreement has been filed and recorded with the United States Patent and Trademark Office as reflected in the attached Recordation Documents. GSK has agreed to remove the security interest from the patent applications listed in Exhibit A.

IN WITNESS THEREOF, the undersigned has caused this Release of Security Interest to be executed on May 20, 2005.

SmithKline Beecham Corporation  
A Pennsylvania Corporation

By: Donald F. Parman

Name: Donald F. Parman

Title: Vice President and Secretary

**EXHIBIT A**

| <b>Serial No</b> | <b>Recordation Date</b> | <b>Reel/Frame No.</b> |
|------------------|-------------------------|-----------------------|
| 60/388,326       | 11/26/03                | 014160/0101           |
| 60/396,269       | 11/26/03                | 014160/0101           |
| 60/426,680       | 12/07/03                | 014177/0286           |
| 60/447,212       | 12/03/03                | 014175/0561           |
| 60/470,674       | 12/05/03                | 014177/0344           |
| US03/18262       | 12/05/03                | 014177/0344           |
| US03/21923       | 12/05/03                | 014177/0344           |
| US03/36567       | 6/29/04                 | 014799/0675           |



UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231



\*700054479\*

DECEMBER 01, 2003

PTAS

EXELIXIS, INC.

ATTN: VICE PRESIDENT, CORPORATION

TECHNOLOGY AND DEVELOPMENT

170 HARBOR WAY, P.O. BOX 511

SOUTH SAN FRANCISCO, CA 94083-0511

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 11/26/2003

REEL/FRAME: 014160/0101  
NUMBER OF PAGES: 12

BRIEF: SECURITY INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

EXELIXIS, INC.

DOC DATE: 10/28/2002

ASSIGNEE:

SMITHKLINE BEECHAM CORPORATION

2301 RENAISSANCE BLVD., BLDG. #510

ATTN: VICE PRESIDENT, ALLIANCE AND

JOINT VENTURE MANAGEMENT

KING OF PRUSSIA, PENNSYLVANIA 19406

SERIAL NUMBER: 60340179

PATENT NUMBER:

FILING DATE: 12/14/2001

ISSUE DATE:

SERIAL NUMBER: 60377933

PATENT NUMBER:

FILING DATE: 05/03/2002

ISSUE DATE:

SERIAL NUMBER: 60388326

PATENT NUMBER:

FILING DATE: 06/12/2002

ISSUE DATE:

SERIAL NUMBER: 603962

FILING DATE: /15/2002

PATENT NUMBER:

ISSUE DATE:

014160/0101 PAGE 2

JEEVON JONES, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS



UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231



\*700055493A\*

DECEMBER 08, 2003

PTAS

EXELIXIS, INC.  
ANGELA F. LAW  
CORPORATE TECHNOLOGY, ATTN: VICE PRES.  
170 HARBOR WAY, P.O. BOX 511  
SOUTH SAN FRANCISCO, CA 94083-0511

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RECORDATION DATE: 12/05/2003

REEL/FRAME: 014177/0286  
NUMBER OF PAGES: 12

BRIEF: SECURITY AGREEMENT

ASSIGNOR:  
EXELIXIS, INC.

DOC DATE: 12/03/2003

ASSIGNEE:  
SMITHKLINE BEECHAM CORPORATION  
2301 RENAISSANCE BLVD., BLVD. #510  
ATTN: VICE PRESIDENT, ALLIANCE AND  
JOINT VENTURE MANAGEMENT  
KING OF PRUSSIA, PENNSYLVANIA 19406

SERIAL NUMBER: 60425883  
PATENT NUMBER:

FILING DATE: 11/12/2002  
ISSUE DATE:

SERIAL NUMBER: 60426523  
PATENT NUMBER:

FILING DATE: 11/15/2002  
ISSUE DATE:

014177/0286 PAGE 2

SERIAL NUMBER: 60426680  
PATENT NUMBER:

FILING DATE: 11/15/2002  
ISSUE DATE:

SERIAL NUMBER:  
PATENT NUMBER:  
PCT NUMBER: US0239816

FILING DATE:  
ISSUE DATE:

SHARON LATIMER, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS





UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231



DECEMBER 05, 2003

PTAS

\*700055167A\*

EXELIXIS, INC.  
ANGELA F. LAW  
170 HARBOR WAY  
P.O. BOX 511  
SOUTH SAN FRANCISCO, CA 94083-0511

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RECORDATION DATE: 12/03/2003

REEL/FRAME: 014175/0561  
NUMBER OF PAGES: 12

BRIEF: SECURITY AGREEMENT

ASSIGNOR:  
EXELIXIS, INC.

DOC DATE: 12/03/2003

ASSIGNEE:  
SMITHKLINE BEECHAM CORPORATION  
2301 RENAISSANCE BLVD., BLDG. #510  
ATTN: VICE PRESIDENT, ALLIANCE AND  
JOINT VENTURE MANAGEMENT  
KING OF PRUSSIA, PENNSYLVANIA 19406

SERIAL NUMBER: 60447212  
PATENT NUMBER:

FILING DATE: 02/13/2003  
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014175/0561 PAGE 2

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DECEMBER 08, 2003

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RECORDATION DATE: 12/05/2003

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NUMBER OF PAGES: 12

BRIEF: SECURITY AGREEMENT

ASSIGNOR:  
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DOC DATE: 12/03/2003

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ATTN: VICE PRESIDENT, ALLIANCE AND  
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SERIAL NUMBER: 60470674  
PATENT NUMBER:

FILING DATE: 05/14/2003  
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SERIAL NUMBER:  
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PATENT NUMBER:  
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REEL/FRAME: 014799/0675  
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DOC DATE: 10/28/2002

ASSIGNEE:  
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KING OF PRUSSIA, PENNSYLVANIA 19406

SERIAL NUMBER: 60502552  
PATENT NUMBER:  
TITLE: KIT/FLT-3 MODULATION

FILING DATE: 09/12/2003  
ISSUE DATE:

SERIAL NUMBER: 60514377  
PATENT NUMBER:  
TITLE: TAO KINASE MODULATORS AND METHOD OF USE

FILING DATE: 10/24/2003  
ISSUE DATE:

JUL 13 2004

SERIAL NUMBER: 60535377

FILING DATE: 01/09/2004

PATENT NUMBER:

ISSUE DATE:

TITLE: C-MET MODULATORS AND METHOD OF USE

SERIAL NUMBER:

FILING DATE:

PATENT NUMBER:

ISSUE DATE:

PCT NUMBER: US0336567

TITLE:

MARCUS KIRK, EXAMINER  
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